

**Amendment to the Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003**

Pursuant to this Amendment, (the “Amendment”), Network Telephone Corporation (“Network Telephone”), and BellSouth Telecommunications, Inc. (“BellSouth”), hereinafter referred to collectively as the “Parties,” hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003 (“Agreement”).

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following language to Attachment 2 as Section 2.1.11, to be effective upon the date of the last signature executing the Amendment. The applicable Florida rates attached hereto as Exhibit 1 into this Amendment will be effective 30 (thirty) days after the date of the last signature executing the Amendment.

2.1.11 **Bulk Migration**

- 2.1.11.1 BellSouth will make available to Network Telephone a Bulk Migration process pursuant to which Network Telephone may request to migrate port/loop combinations, provisioned pursuant to a separate agreement between the parties, to Loops (UNE-L). For the state of Florida, the Parties agree to comply with the terms of the Joint Motion to Approve Stipulation filed with the Florida Public Service Commission on September 30, 2005, in Docket No. 041338-TP. The Bulk Migration process may be used if such loop/port combinations are (1) associated with two (2) or more Existing Account Telephone Numbers (EATNs); and (2) located in the same Central Office. The terms and conditions for use of the Bulk Migration process are described in the BellSouth CLEC Information Package. The CLEC Information Package is located on BellSouth’s Interconnection Web site at: www.interconnection.bellsouth.com/guides/html/unec.html. The rates for the Bulk Migration process for states other than Florida shall be the nonrecurring rates associated with the Loop type being requested on the Bulk Migration, as set forth in Exhibit A. Additionally, OSS charges will also apply. Loops connected to Integrated Digital Loop Carrier (IDLC) systems will be migrated pursuant to Section 2.6 below.
- 2.1.11.2 Should Network Telephone request migration for two (2) or more EATNs containing fifteen (15) or more circuits, Network Telephone must use the Bulk Migration process referenced in 2.1.11.1 above.

2. All of the other provisions of the Agreement, dated June 20, 2003, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 2/9/06

Network Telephone Corporation

By: Aloysius T. Lam IV

Name: Aloysius T. Lam IV

Title: VP General Counsel

Date: 1/29/06

UNBUNDLED NETWORK ELEMENTS - Alabama													Attachment: 2 Exh A				
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Florida											Attachment: 2 Exh A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ANALOG VOICE GRADE LOOP															
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 1		1	UEANL	UEAL2	10.69	38.00	18.00	25.62	6.57					
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 2		2	UEANL	UEAL2	15.20	38.00	18.00	25.62	6.57					
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 3		3	UEANL	UEAL2	26.97	38.00	18.00	25.62	6.57					
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 1		1	UEANL	UEASL	10.69	38.00	18.00	25.62	6.57					
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 2		2	UEANL	UEASL	15.20	38.00	18.00	25.62	6.57					
	2-Wire Analog Voice Grade Loop - Service Level 1- Zone 3		3	UEANL	UEASL	26.97	38.00	18.00	25.62	6.57					
	Unbundled Miscellaneous Rate Element, Bulk Migration Mass Market rate, per Loop			UEANL	UREPN		31.50	25.00							
	Unbundled Miscellaneous Rate Element, Bulk Migration Mass Market Order Coordination Rate, per Loop			UEANL	UREPM		9.00	9.00							
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ANALOG VOICE GRADE LOOP															
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Loop or Ground Start Signaling - Zone 1		1	UEA	UEAL2	12.24	102.00	62.00	63.53	12.01					
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Loop or Ground Start Signaling - Zone 2		2	UEA	UEAL2	17.40	102.00	62.00	63.53	12.01					
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Loop or Ground Start Signaling - Zone 3		3	UEA	UEAL2	30.87	102.00	62.00	63.53	12.01					
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Reverse Battery Signaling - Zone 1		1	UEA	UEAR2	12.24	102.00	62.00	63.53	12.01					
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Reverse Battery Signaling - Zone 2		2	UEA	UEAR2	17.40	102.00	62.00	63.53	12.01					
	2-Wire Analog Voice Grade Loop - Service Level 2 w/Reverse Battery Signaling - Zone 3		3	UEA	UEAR2	30.87	102.00	62.00	63.53	12.01					
4-WIRE ANALOG VOICE GRADE LOOP															
	Unbundled Miscellaneous Rate Element, Bulk Migration Mass Market rate, per Loop			UEA	UREPN		97.00	59.00							
	Unbundled Miscellaneous Rate Element, Bulk Migration Mass Market Order Coordination Rate, per Loop			UEA	UREPM		0.00	0.00							
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP															
	2 Wire Unbundled ADSL Loop including manual service inquiry & facility reservation - Zone 1		1	UAL	UAL2X	8.30	112.00	77.00	75.05	15.63					
	2 Wire Unbundled ADSL Loop including manual service inquiry & facility reservation - Zone 2		2	UAL	UAL2X	11.80	112.00	77.00	75.05	15.63					
	2 Wire Unbundled ADSL Loop including manual service inquiry & facility reservation - Zone 3		3	UAL	UAL2X	20.94	112.00	77.00	75.05	15.63					
	2 Wire Unbundled ADSL Loop without manual service inquiry & facility reservaton - Zone 1		1	UAL	UAL2W	8.30	112.00	77.00	60.64	9.12					
	2 Wire Unbundled ADSL Loop without manual service inquiry & facility reservaton - Zone 2		2	UAL	UAL2W	11.80	112.00	77.00	60.64	9.12					
	2 Wire Unbundled ADSL Loop without manual service inquiry & facility reservaton - Zone 3		3	UAL	UAL2W	20.94	112.00	77.00	60.64	9.12					
4-WIRE DS1 DIGITAL LOOP															
	4-Wire DS1 Digital Loop - Zone 1		1	USL	USLXX	70.74	240.50	145.18	61.22	13.53					
	4-Wire DS1 Digital Loop - Zone 2		2	USL	USLXX	100.54	240.50	145.18	61.22	13.53					
	4-Wire DS1 Digital Loop - Zone 3		3	USL	USLXX	178.39	240.50	145.18	61.22	13.53					

UNBUNDLED NETWORK ELEMENTS - Georgia													Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS		Interi m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Louisiana													Attachment: 2 Exh A				
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Mississippi													Attachment: 2 Exh A					
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
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UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2 Exh. A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - South Carolina													Attachment: 2 Exh A				
CATEGORY	RATE ELEMENTS			Interi m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
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UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	
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